

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

MAUREEN STEWART, an individual  
and KELLY LAMICELLA, an  
individual, on behalf of themselves  
and all others similarly situated, and  
ROES 1 through 100, inclusive,

Plaintiffs,

v.

BEAM GLOBAL SPIRITS & WINE,  
INC., a corporation; BETHENNY  
FRANKEL, and DOES 1 through 100,  
inclusive,

Defendants.

Civil Action No. 11-5149  
(NLH)(KMW)

**DECLARATION OF LAURA D. CASTNER IN SUPPORT OF  
DEFENDANT BETHENNY FRANKEL'S MOTION TO DISMISS THE  
FIRST, THIRD AND FOURTH CAUSES OF ACTION OF THE  
AMENDED CLASS ACTION COMPLAINT**

I, LAURA D. CASTNER, hereby declare that:

1. I am Of Counsel with the firm of Kinsella Weitzman Iser Kump & Aldisert LLP, counsel for defendant Bethenny Frankel in this matter. I am admitted to practice law in the States of California, New Jersey and New York, and before this Court. I make this declaration in support of Ms. Frankel's Motion to Dismiss the First, Third and Fourth Causes of Action of Plaintiffs' Amended Class Action Complaint.

2. Attached hereto as Exhibit A is a true and correct copy of relevant excerpts of Beam, Inc.'s Form 10-Q Filing with the U.S. Securities and Exchange Commission, dated November 9, 2011.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

  
LAURA D. CASTNER

Dated: January 20, 2012

## **EXHIBIT A**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2011**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 1-9076**

**Beam Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of  
Incorporation or Organization)**

**13-3295276**  
**(I.R.S. Employer  
Identification No.)**

**510 LAKE COOK ROAD, DEERFIELD, ILLINOIS**  
**(Address of Principal Executive Offices)**

**60015**  
**(Zip Code)**

**(847) 948-8888**  
**(Registrant's Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer (Do not check if a smaller reporting company) ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

Number of shares of common stock, \$3.125 par value, outstanding as of October 31, 2011: 155,458,769

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**BEAM INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**3. Discontinued Operations**

On July 29, 2011, the Company completed the sale of the Golf business to a company formed by Fila Korea Ltd. and Mirae Asset Private Equity of Korea for a cash purchase price of \$1.275 billion, which excludes cash sold and includes a working capital adjustment received in October 2011.

In April 2010, we sold our Cobra golf product line to PUMA North America, Inc. for \$88.9 million.

The following table summarizes the results of the Golf business for the three and nine months ended September 30, 2011 and 2010 (in millions).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net sales	\$ 109.1	\$ 265.2	\$878.0	\$1,008.1
Income from discontinued operations before income taxes	\$ 1.0	\$ 5.0	\$ 87.6	\$ 107.4
Income tax (benefit) expense	(0.4)	1.1	44.4	24.6
Gain on sale of discontinued operations	780.4	—	780.4	—
Tax expense on sale of discontinued operations	304.5	—	89.2	—
Net income from discontinued operations	\$ 477.3	\$ 3.9	\$734.4	\$ 82.8

During the second quarter of 2011, the Golf business recorded a \$215.3 million reduction of a valuation allowance that had previously been established with respect to a capital loss carryforward. The valuation allowance was reduced because we expect to utilize the capital loss carryforward to offset capital gains associated with the sale. Also, as a result of the intended sale of the Golf business, during the second quarter of 2011 we provided a deferred tax expense of \$24.7 million related to the expected repatriation of undistributed foreign earnings and expected gains associated with the sale of foreign subsidiary stock that are deemed to be taxable U.S. dividends.

Interest expense associated with the Company's outstanding debt was allocated to discontinued operations based on the ratio of net assets of the Golf business to the sum of the Company's total net assets plus consolidated debt other than debt directly attributable to other operations of the Company. The amount of interest expense allocated to, and included in, discontinued operations for the three months ended September 30, 2011 and 2010 was \$1.1 million and \$1.8 million, respectively. The amount of interest expense allocated to, and included in, discontinued operations for the nine months ended September 30, 2011 and 2010 was \$7.5 million and \$8.6 million, respectively.

**4. Acquisition and Disposition**

*Acquisition*

In March 2011, we acquired the Skinnygirl ready-to-drink cocktail business. The acquisition included inventory and identifiable intangible assets. We recorded the estimated fair value of contingent consideration, which is based on the achievement of certain sales targets, as of the acquisition date. Subsequent to the acquisition, we recorded an increase of \$28 million to the estimated contingent consideration liability in advertising, selling, general and administrative expenses in the accompanying condensed consolidated statement of income. In future periods, the Company may be required to record contingent consideration in an amount not in excess of approximately \$2 million. Any change in the Company's estimated liability for contingent consideration will increase or decrease operating income in future periods.

*Disposition*

In August 2010, we sold certain non-strategic German spirits brands and related assets for \$42.3 million. In connection with the sale, we recorded a pre-tax loss of \$8.6 million (\$12.4 million after tax).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BEAM INC.  
(Registrant)

Date: November 9, 2011

/s/ Robert F. Probst  
Robert F. Probst  
Senior Vice President and Chief Financial Officer  
(Duly authorized officer and principal financial officer of the Registrant)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BEAM INC.  
(Registrant)

Date: November 9, 2011

/s/ Robert F. Probst  
Robert F. Probst  
Senior Vice President and Chief Financial Officer  
(Duly authorized officer and principal financial officer of the Registrant)

GREENBERG TRAURIG, LLP  
200 Park Avenue  
Florham Park, New Jersey 07932  
Ph: (973) 360-7900  
*Attorneys for Defendants*  
*Skinny Girl Cocktails, LLC*  
*and SGC Global, LLC*

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

MAUREEN STEWART, an individual and  
KELLY LAMICELLA, an individual, on  
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Plaintiffs,

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BEAM GLOBAL SPIRITS & WINE, INC.,  
a corporation; BETHENNY FRANKEL, and  
DOES 1 through 100, inclusive,

Defendants.

Civil Action No. 11-5149 (NLH)(KMW)

**CERTIFICATION OF DAVID E.  
SELLINGER IN SUPPORT OF  
SKINNY GIRL COCKTAILS, LLC  
AND SGC GLOBAL, LLC'S MOTION  
TO DISMISS THE AMENDED  
CLASS-ACTION COMPLAINT**

**CERTIFICATION OF DAVID E. SELLINGER IN SUPPORT OF  
SKINNY GIRL COCKTAILS, LLC AND SGC GLOBAL, LLC'S  
MOTION TO DISMISS THE AMENDED CLASS-ACTION COMPLAINT**

DAVID E. SELLINGER, hereby certifies that:

1. I am Of Counsel to the firm of Greenberg Traurig, LLP, counsel for defendants Skinny Girl Cocktails, LLC and SGC Global, LLC (collectively "SGC") in this matter. I make this certification in support of SGC's Motion to Dismiss the Amended Class-Action Complaint.

2. A true and correct copy of relevant portions of Beam, Inc.'s Form 10-Q Filing to the U.S. Securities and Exchange Commission, dated November 9, 2011, is attached hereto as Exhibit A.